

B1 (Official Form 1) (04/13)

UNITED STATES BANKRUPTCY COURT Southern District of New York						VOLUNTARY PETITION					
Name of Debtor (if individual, enter Last, First, Middle): MModal Holdings, Inc.						Name of Joint Debtor (Spouse) (Last, First, Middle):					
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):						All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):					
Last four digits of Soc. Sec. or Individual Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 46-0757380						Last four digits of Soc. Sec. or Individual Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):					
Street Address of Debtor (No. and Street, City, State & Zip Code): 5000 Meridian Boulevard, Suite 200 Franklin, TN <div style="border: 1px solid black; display: inline-block; padding: 2px;">ZIP CODE: 37067</div>						Street Address of Debtor (No. and Street, City, State & Zip Code): <div style="border: 1px solid black; display: inline-block; padding: 2px;">ZIP CODE</div>					
County of Residence or of the Principal Place of Business: Williamson						County of Residence or of the Principal Place of Business:					
Mailing Address of Debtor (if different from street address): <div style="border: 1px solid black; display: inline-block; padding: 2px;">ZIP CODE</div>						Mailing Address of Joint Debtor (if different from street address): <div style="border: 1px solid black; display: inline-block; padding: 2px;">ZIP CODE</div>					
Location of Principal Assets of Business Debtor (if different from street address above): 320 Park Avenue, 18th Floor, New York, New York						<div style="border: 1px solid black; display: inline-block; padding: 2px;">ZIP CODE 10022</div>					
Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)			Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other			Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 </div> <div> <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding </div> </div>					
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending.			Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).			Nature of Debts (Check one box) <div style="display: flex; justify-content: space-between;"> <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts. </div>					
Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B				Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (<i>amount subject to adjustment on 4/01/16 and every three years thereafter</i>). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b)							
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors.* <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.										THIS SPACE IS FOR COURT USE ONLY	
Estimated Number of Creditors** <div style="display: flex; justify-content: space-between;"> <div><input type="checkbox"/> 1-49</div> <div><input type="checkbox"/> 50-99</div> <div><input type="checkbox"/> 100-199</div> <div><input type="checkbox"/> 200-999</div> <div><input type="checkbox"/> 1,000-5,000</div> <div><input type="checkbox"/> 5,001-10,000</div> <div><input checked="" type="checkbox"/> 10,001-25,000</div> <div><input type="checkbox"/> 25,001-50,000</div> <div><input type="checkbox"/> 50,001-100,000</div> <div><input type="checkbox"/> Over 100,000</div> </div>											
Estimated Assets** <div style="display: flex; justify-content: space-between;"> <div><input type="checkbox"/> \$0 to \$50,000</div> <div><input type="checkbox"/> \$50,001 to \$100,000</div> <div><input type="checkbox"/> \$100,001 to \$500,000</div> <div><input type="checkbox"/> \$500,001 to \$1 million</div> <div><input type="checkbox"/> \$1,000,001 to \$10 million</div> <div><input type="checkbox"/> \$10,000,001 to \$50 million</div> <div><input type="checkbox"/> \$50,000,001 to \$100 million</div> <div><input type="checkbox"/> \$100,000,001 to \$500 million</div> <div><input checked="" type="checkbox"/> \$500,000,001 to \$1 billion</div> <div><input type="checkbox"/> More than \$1 billion</div> </div>											
Estimated Liabilities** <div style="display: flex; justify-content: space-between;"> <div><input type="checkbox"/> \$0 to \$50,000</div> <div><input type="checkbox"/> \$50,001 to \$100,000</div> <div><input type="checkbox"/> \$100,001 to \$500,000</div> <div><input type="checkbox"/> \$500,001 to \$1 million</div> <div><input type="checkbox"/> \$1,000,001 to \$10 million</div> <div><input type="checkbox"/> \$10,000,001 to \$50 million</div> <div><input type="checkbox"/> \$50,000,001 to \$100 million</div> <div><input type="checkbox"/> \$100,000,001 to \$500 million</div> <div><input checked="" type="checkbox"/> \$500,000,001 to \$1 billion</div> <div><input type="checkbox"/> More than \$1 billion</div> </div>											

* Distribution cannot be known at this time.

** Estimated creditors, assets, and liabilities are on a consolidated basis with other affiliated debtors and their non-debtor foreign affiliates.


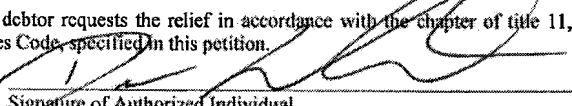
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Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): MModal Holdings, Inc.	
All Prior Bankruptcy Cases filed Within Last 8 Years (If more than two, attach additional sheet)			
Location Where Filed:	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: See attached <u>Annex A</u>	Case Number: As assigned	Date Filed:	
District: Southern District of New York	Relationship: Affiliate	Judge: As assigned	
<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached made a part of this petition.</p>		<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>	
<p style="text-align: center;">Exhibit C</p> <p>Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?</p> <p><input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.</p> <p><input checked="" type="checkbox"/> No.</p>			
<p style="text-align: center;">Exhibit D</p> <p>(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)</p> <p><input type="checkbox"/> Exhibit D, completed and signed by the debtor, is attached and made a part of this petition.</p> <p>If this is a joint petition:</p> <p><input type="checkbox"/> Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition.</p>			
<p style="text-align: center;">Information Regarding the Debtor - Venue (Check any applicable box.)</p> <p><input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.</p> <p><input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.</p> <p><input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.</p>			
<p style="text-align: center;">Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.)</p> <p><input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)</p> <p style="text-align: right; margin-right: 100px;">_____ (Name of landlord that obtained judgment)</p> <p style="text-align: right; margin-right: 100px;">_____ (Address of landlord)</p> <p><input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and</p> <p><input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.</p> <p><input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).</p>			

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<p>Voluntary Petition (This page must be completed and filed in every case.)</p>	<p>Name of Debtor(s): MModal Holdings, Inc.</p>
<p>Signatures</p>	
<p style="text-align: center;">Signature(s) of Debtor(s) (Individual/Joint)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (if not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;">Signature of a Foreign Representative</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>
<p style="text-align: center;">Signature of Attorney*</p> <p>X  Signature of Attorney for Debtor(s)</p> <p>Allan S. Brilliant Shmuel Vasser Jeffrey T. Mispagel DECHERT LLP 1095 Avenue of the Americas New York, New York 10036 Telephone: (212) 698-3500 Facsimile: (212) 698-3599</p> <p>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</p>	<p style="text-align: center;">Signature of Non-Attorney Bankruptcy Petition Preparer</p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>X _____ Signature</p> <p>_____ Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</i></p>
<p style="text-align: center;">Signature of Debtor (Corporation/Partnership)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X  Signature of Authorized Individual David Woodworth Printed Name of Authorized Individual Chief Financial Officer Title of Authorized Individual March 19, 2014 Date</p>	

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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	:
In re:	: Chapter 11
	:
MMODAL HOLDINGS, INC.,	: Case No. ____-____ ()
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Debtor.	: Joint Administration Requested
	:
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Annex A

AFFILIATED ENTITIES

On the date hereof, each of the affiliated entities listed below (including the Debtor in this chapter 11 case) filed for relief under chapter 11 of title 11 of the United States Code in this Court. Contemporaneously with the filing of these petitions, such entities have filed a motion for joint administration of their chapter 11 cases.

- Legend Parent, Inc.
- MModal Holdings, Inc.
- MModal Inc.
- Multimodal Technologies, LLC
- MModal CB Inc.
- Poiesis Informatics, Inc.
- MModal MQ Inc.
- MModal Systems & Services Inc.
- Mirrus Systems Inc.
- MedQuist of Delaware, Inc.
- MModal IP LLC
- MModal Services, Ltd.
- MedQuist CM LLC
- All Type Medical Transcription Services, Inc.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	: Chapter 11
	:
MMODAL HOLDINGS, INC.,	: Case No. ____-____ ()
	:
Debtor.	: Joint Administration Requested
	:
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**LIST OF DEBTOR'S EQUITY SECURITY HOLDERS
IN ACCORDANCE WITH BANKRUPTCY RULE 1007¹**

Class A Common Stock

Name, Address, and Telephone of Equity Holder	Amount Held
One Equity Partners V, L.P. c/o One Equity Partners 320 Park Avenue New York, New York 10022 Attention: Gregory A. Belinfanti 212-277-1530	355,121.51 shares (96.36%)
Ron Scarboro 3921 Bending Birch Dr. Raleigh, NC 27613 919-518-7502	3,209 shares (0.87%)
Michael Etue 21118 Sweetwater Lane Boca Raton, FL 33428 561-756-6143	2,674 shares (0.73%)
Sy Yellamanchali 1480 26th Avenue NE Issaquah, WA 98029 425-392-2122	1,070 shares (0.29%)

¹ The equity ownership listed here is as of December 31, 2013.

Chuck Musciano 109 Pahlmeyer Place Cary, NC 27519 919-349-7987	1,070 shares (0.29%)
Bill Donovan 909 Dominion Hill Dr. Cary, NC 27519 919-809-3176	1,070 shares (0.29%)
Matt Jenkins 424 Grosvenor Dr. Raleigh, NC 27615 919-985-1530	1,070 shares (0.29%)
Jason Kolinowski 160 Prairie View Lane Mickleton, NJ 08056 908-309-1611	802 shares (0.22%)
Jon Handler 1233 Candlewood Hill Rd. Northbrook, IL 60062 847-498-9664	535 shares (0.15%)
Bill Corsten 625 Glen National Dr. Alpharetta, GA 30004 630-240-6856	535 shares (0.15%)
Mark Hoover 20 Quail Ridge Dr. Bentleyville, OH 44022 440-724-0775	535 shares (0.15%)

Ray Ibarguen 428 South Saddlebrook Circle Chester Springs, PA 19425 610-316-2990	535 shares (0.15%)
Michael Raymer 7316 Hasentree Club Dr. Wake Forest, NC 27587 206-890-8842	321 shares (.09%)

Class L Common Stock

Name, Address, and Telephone of Equity Holder	Amount Held
OEP II Partners Co-Invest, L.P. c/o One Equity Partners 320 Park Avenue New York, New York 10022 Attention: Gregory A. Belinfanti 212-277-1530	7,404.21 shares (6.62%)
Aisling Capital III, L.P. 888 Seventh Avenue, 30th Floor New York, New York 10106 Attention: Lloyd Appel 212-651-6372	57,460.85 shares (51.36%)
W Capital Legend, L.P. One East 52nd Street New York, New York 10022 Attention: Stephen Wertheimer 212-561-5255	47,013.42 shares (42.02%)

Series A Preferred Stock

Name, Address, and Telephone of Equity Holder	Amount Held
One Equity Partners V, L.P. c/o One Equity Partners 320 Park Avenue New York, New York 10022 Attention: Gregory A. Belinfanti 212-277-1530	418,732.03 shares (100%)

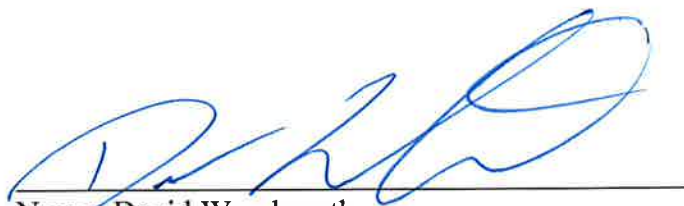
**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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	:
In re:	: Chapter 11
	:
MMODAL HOLDINGS, INC.,	: Case No. ____ - ____ ()
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Debtor.	: Joint Administration Requested
	:
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**DECLARATION CONCERNING LIST OF DEBTOR'S EQUITY SECURITY
HOLDERS IN ACCORDANCE WITH BANKRUPTCY RULE 1007**

I, the undersigned officer of MModal Holdings, Inc., the company named as the debtor in the above-captioned case, declare under penalty of perjury that I have reviewed the foregoing List of Debtor's Equity Security Holders and that it is true and correct to the best of my knowledge, information, and belief.

Dated: March 19, 2014



Name: David Woodworth
Title: Chief Financial Officer

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:
In re:	: Chapter 11
	:
MMODAL HOLDINGS, INC.,	: Case No. ____-____ ()
	:
Debtor.	: Joint Administration Requested
	:
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CORPORATE OWNERSHIP STATEMENT OF
MMODAL HOLDINGS, INC.

In accordance with Rules 1007(a)(1) and 7007.1 of the Federal Rules of
Bankruptcy Procedure, MModal Holdings, Inc. (the “**Debtor**”) states as follows:

- One Equity Partners V, L.P. owns 10% or more of the Class A Common Stock of the Debtor, and 10% or more of the Series A Preferred Stock of the Debtor.
- Aisling Capital III, L.P. owns 10% or more of the Class L Common Stock of the Debtor.
- W Capital Legend, L.P. owns 10% or more of the Class L Common Stock of the Debtor.


**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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	:
In re:	: Chapter 11
	:
MMODAL HOLDINGS, INC.,	: Case No. ____-____ ()
	:
Debtor.	: Joint Administration Requested
	:
-----	X

DECLARATION CONCERNING CORPORATE OWNERSHIP STATEMENT

I, the undersigned officer of MModal Holdings, Inc., the company named as the debtor in the above-captioned case, declare under penalty of perjury that I have reviewed the foregoing Corporate Ownership Statement and that the information contained therein is true and correct to the best of my knowledge, information, and belief.

Dated: March 19, 2014



Name: David Woodworth
Title: Chief Financial Officer

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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	:	
In re:	:	Chapter 11
	:	
MMODAL HOLDINGS, INC.,	:	Case No. ____-____ ()
	:	
Debtor.	:	Joint Administration Requested
	:	
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**RESOLUTIONS OF THE BOARD OF
DIRECTORS OF MMODAL HOLDINGS, INC.**

I, Chris Ahrens, being duly elected or appointed as Treasurer of MModal Holdings, Inc., a Delaware corporation (the “**Company**”), hereby certify that at a special meeting of the Board of Directors of the Company (the “**Board of Directors**”) duly called and held on March 19, 2014, the following resolutions (collectively, the “**Resolutions**”) were adopted in accordance with the requirements of the Delaware General Corporation Law, and that, as of the date hereof, these resolutions have not been amended or rescinded and are now in full force and effect:

WHEREAS, the Board of Directors has reviewed the materials presented by the management and the advisors of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to it and the impact of the foregoing on the Company’s business; and

WHEREAS, the Board of Directors has had the opportunity to consult with the management and advisors of the Company and fully consider each of the strategic alternatives available to the Company; and

WHEREAS, the Board of Directors has been presented with a proposed petition to be filed by the Company in the United States Bankruptcy Court for the Southern District of New York (the “**Court**”) seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”), in which the authority to operate as a debtor in possession will be sought.

NOW, THEREFORE, the Board of Directors of the Company hereby approves, adopts, and consents to the following resolutions:

I. Voluntary Petition Under the Provisions of Chapter 11 of the Bankruptcy Code

RESOLVED, that in the business judgment of the Board of Directors, it is desirable and in the best interests of the Company, its creditors, stockholders and other interested parties, that a voluntary petition be filed by the Company under the provisions of chapter 11 of the Bankruptcy Code in the Court; and

RESOLVED, that the officers of the Company, and each of them singly, acting for and on behalf of the Company (collectively, the “**Authorized Officers**”) be, and each of them hereby is, authorized on behalf of the Company to execute and verify petitions, schedules, lists and other motions, papers or documents, and to take any and all action that they deem necessary or proper to obtain such relief under chapter 11 of the Bankruptcy Code and to cause such petitions to be filed in the Court, each such petition to be filed at such time as the Authorized Officer executing the petition shall determine and to be in the form approved by the Authorized Officer executing such petition, such approval to be conclusively evidenced by the execution, verification and filing thereof; and

RESOLVED, that the Authorized Officers or any one of them be, and each of them hereby is, authorized and directed to retain on behalf of the Company (i) the law firm of Dechert LLP to render legal services to, and to represent, the Company in connection with the chapter 11 filing and any other related matters in connection therewith, on such terms as any Authorized Officer shall approve and subject to approval of the Court, (ii) the law firm of Klestadt & Winters LLP, as conflicts counsel to the Company, on such terms as any Authorized Officer shall approve and subject to approval of the Court, (iii) Alvarez & Marsal North America, LLC to provide restructuring advisory services to the Company in connection with the chapter 11 filing and any other related matters in connection therewith, on such terms as any Authorized Officer shall approve and subject to approval of the Court, (iv) Lazard Frères & Co. LLC to render investment banking services to the Company in connection with the chapter 11 filing and any other related matters in connection therewith, on such terms as any Authorized Officer shall approve and subject to approval of the Court, (v) Prime Clerk LLC to render services as chapter 11 administrative advisor and claims and noticing agent, on such terms as any Authorized Officer shall approve and subject to approval of the Court, (vi) Deloitte Tax LLP to render U.S. federal and state income tax advisory services to the Company, on such terms as any Authorized Officer shall approve and subject to approval of the Court, (vii) KPMG LLP to render audit, tax provision, and tax consulting services to the Company, on such terms as any Authorized Officer shall approve and subject to approval of the Court, and (viii) such other professionals as any Authorized Officer deems necessary and appropriate during the course of the chapter 11 filing; and

RESOLVED, that the Authorized Officers or any one of them be, and each of them hereby is, authorized to engage and retain all assistance by legal counsel, accountants, financial advisors, restructuring advisors, and other professionals (including, without limitation, those professionals specifically named herein) in connection with the Chapter 11 Case, on such terms as such Authorized Officers deem necessary, appropriate, proper or desirable, with a view to the successful prosecution of such case; and

II. Debtor in Possession Financing

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and directed, to the extent necessary, to cause the Company to obtain and/or guarantee post-petition financing and/or use of cash collateral according to the terms negotiated, or to be negotiated, by the management of the Company or otherwise approved by the Bankruptcy Court; and the Company is hereby authorized and directed to take all actions necessary in connection therewith, including, without limitation, (i) the incurrence of debtor in

possession financing in such amounts and on such terms as the Authorized Officers deems necessary or advisable (the “**DIP Financing**”), (ii) the execution and delivery of any documents to evidence the DIP Financing, including, without limitation, all credit agreements and notes, (iii) the incurrence and payment of fees, (iv) the execution and delivery of real property and personal property (including intellectual property) security agreements (and amendments, supplements and/or other modifications thereto, as appropriate), (v) the granting of liens on and/or security interests in any and all assets of the Company, (vi) the authorization of filing and/or recording, as applicable, of financing statements, agreements, mortgages or any other documents evidencing and/or perfecting such liens or security interests and amendments to such financing statements, agreements, mortgages or other documents, and (vii) the execution and delivery of deposit, securities and/or other account control agreements (and amendments, supplements and/or other modifications thereto, as appropriate); and the Authorized Officers are hereby authorized and directed to execute any appropriate agreements and related ancillary documents on behalf of the Company in connection with the foregoing; and

III. Further Actions and Prior Actions

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized on behalf of the Company to take any and all actions to execute, deliver, certify, file and/or record and perform any and all documents, agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities or certificates and to take any and all steps deemed by any such Authorized Officer to be necessary or desirable to carry out the purpose and intent of each of the foregoing resolutions; and

RESOLVED, that any and all lawful actions heretofore taken by, or at the direction of, any Authorized Officer or the Board of Directors of the Company in the name and on behalf of the Company in furtherance of the purpose and intent of any or all of the foregoing resolutions be, and hereby are, ratified, confirmed, and approved in all respects.

IN WITNESS WHEREOF, the undersigned has set his hand hereto this 19th day of March, 2014.



Name: Chris Ahrens

Title: Treasurer

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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	:	
In re:	:	Chapter 11
	:	
MMODAL HOLDINGS, INC.,	:	Case No. ____-____ ()
	:	
Debtor.	:	Joint Administration Requested
	:	
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**CONSOLIDATED LIST OF CREDITORS HOLDING
30 LARGEST UNSECURED CLAIMS**

The following is a list of creditors holding the thirty (30) largest unsecured claims against the above-captioned Debtor and certain affiliated entities that have simultaneously commenced chapter 11 cases in this Court (collectively, the “**Debtors**”). This list has been prepared on a consolidated basis from the unaudited books and records of the Debtors, as of March 19, 2014. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in the Debtors’ chapter 11 cases. This list does not include (i) persons who come within the definition of “insider” set forth in 11 U.S.C. § 101(31) or (ii) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 30 largest unsecured claims. The information herein shall not constitute an admission of liability by, nor is it binding on, any Debtors with respect to all or any portion of the claims listed below.

Consolidated List of Top 30 Unsecured Creditors for All Debtors¹

ITEM	NAME OF CREDITOR, COMPLETE MAILING ADDRESS, AND EMPLOYEE, AGENT, OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	NATURE OF CLAIM (bond debt, trade debt, bank loan, government contracts, etc.)	INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF	AMOUNT OF CLAIM(if secured, also state value of security)
1	US Bank NA Corporate Trust Dept 214 N Tryon St 27th Floor Charlotte, NC 28202 EMAIL: james.mcginley@usbank.com	Notes		\$265,900,000.00
2	ADVANCED MEDIA INCORPORATED Attn President or General Counsel 6F SUNSHINE CITY BUNLEA KAIKAN 3-1-4 HIGASHI- IKEBUKURO TOKYO, 170-8630 JAPAN EMAIL: privacy@advanced- media.co.jp FAX: (801) 226-51481378 PHONE: (801) 655-2595	Deferred Acquisiton Payments		\$2,200,455.65
3	CIGNA VOLUNTARY Attn President or General Counsel 2222 W DUNLAP AVE SUITE 350 PHOENIX, AZ 85021-2866 EMAIL: edwin.detrack@cigna.com FAX: 800-390-9745 PHONE: 800-244-6224	Trade Debt		\$1,500,000.00
4	MERIDIAN HEALTHCARE SOULTIONS LLC Attn President or General Counsel 6430 E.75TH STREET INDIANAPOLIS, IN 46250 FAX: (317) 638-1843 PHONE: (317) 686-3253	Deferred Acquisiton Payments	Contingent, Disputed	\$650,000.00
5	ALEX WAIBEL 3422 LASHAN DR MURRYSVILLE, PA 15668	Deferred Acquisiton Payments		\$645,252.33
6	CENTURYLINK Attn President or General Counsel 100 CenturyLink Drive Monroe, LA 71203 EMAIL: TalkToUs@CenturyLink.com FAX: 1.866.826.4839 PHONE: 800-871-9244	Trade Debt		\$591,847.15

¹ The information in this list was based on information available at the time the list was compiled and the Debtors reserve the rights to modify this list.

ITEM	NAME OF CREDITOR, COMPLETE MAILING ADDRESS, AND EMPLOYEE, AGENT, OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	NATURE OF CLAIM (bond debt, trade debt, bank loan, government contracts, etc.)	INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF	AMOUNT OF CLAIM (if secured, also state value of security)
7	JEREMY RICHARDSON 5000 Meridian Blvd. Suite 200 FRANKLIN, TN 37067	Deferred Acquisiton Payments		\$579,400.00
8	DAVID LIONETTI 5000 Meridian Blvd. Suite 200 FRANKLIN, TN 37067 EMAIL: david.lionetti@mmodal.com	Deferred Acquisiton Payments		\$579,400.00
9	UNITED HEALTH CARE INSURANCE CO. Attn President or General Counsel 22703 NETWORK PLACE CHICAGO, IL 60673-1227 EMAIL: Robert_W_Oberrender@UHC.com FAX: (860)702-5792 PHONE: 877-842-3210	Trade Debt		\$500,000.00
10	SUNGARD AVAILABILITY SERVICES LP Attn President or General Counsel 680 East Swedesford Road Wayne, PA 19087 EMAIL: as.accounts_payable@sungard.com FAX: 1 610-225-1133 PHONE: 484-582-2000	Lease		\$399,857.00
11	NAOMI WAIBEL 3422 LASHAN DR. MURRYSVILLE, PA 15668	Deferred Acquisiton Payments		\$332,387.75
12	SALESFORCE.COM Attn President or General Counsel PO BOX 203141 DALLAS, TX 75320-3141 EMAIL: info@emea.salesforce.com FAX: 415-901-7040 PHONE: 800-667-6389	Trade Debt		\$250,756.00
13	JOHN HUFFMAN 19757 NW SAUVIE ISLAND RD PORTLAND, OR 97231	Deferred Acquisiton Payments		\$244,400.00
14	CIGNA HEALTH AND LIFE INSURANCE COMPANY Attn President or General Counsel 900 COTTAGE GROVE ROAD HARTFORD, CT 06152 FAX: 860-226-5400 PHONE: 860-226-6000	Trade Debt		\$231,710.80

ITEM	NAME OF CREDITOR, COMPLETE MAILING ADDRESS, AND EMPLOYEE, AGENT, OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	NATURE OF CLAIM (bond debt, trade debt, bank loan, government contracts, etc.)	INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF	AMOUNT OF CLAIM(if secured, also state value of security)
15	LIBERTY MUTUAL INSURANCE COMPANY 175 BERKELEY STREET BOSTON, MA 02116 FAX: 617-574-5955 PHONE: 617-357-9500	Trade Debt		\$230,298.80
16	ERIC CARRAUX 5000 Meridian Blvd. Suite 200 FRANKLIN, TN 37067 EMAIL: eric.carraux@mmodal.com	Deferred Acquisiton Payments		\$142,489.52
17	Crowne Plaza Astor Attn President or General Counsel 739 Canal Street NEW ORLEANS, LA 70130	Trade Debt		\$124,497.18
18	MONIKA WOSZCZYNA 5000 Meridian Blvd. Suite 200 FRANKLIN, TN 37067 EMAIL: monika.woszczyzna@mmodal.com	Deferred Acquisiton Payments		\$98,768.15
19	NIH REASEARCH & CONSULTING, LLC Attn President or General Counsel 6300 NW 120TH DRIVE CORAL SPRINGS, FL 33076 EMAIL: rday@nihresearch.com & ckanstoroom@nihresearch.com FAX: 954-827-0197 PHONE: (954) 753-7747	Trade Debt		\$90,000.00
20	FUTURENET TECHNOLOGIES CORPORATION Attn President or General Counsel 1320 VALLEY VISTA DRIVE DIAMOND BAR, CA 91765 EMAIL: sales@futurenet-tech.com FAX: 909-396-4001 PHONE: 800-23-4258	Trade Debt		\$76,000.00
21	AVFX INC Attn President or General Counsel 96 HOLTON STREET BOSTON, MA 02135 EMAIL: info@avfx.com FAX: 617-254-7101 PHONE: 617-254-0770	Trade Debt		\$74,344.55

ITEM	NAME OF CREDITOR, COMPLETE MAILING ADDRESS, AND EMPLOYEE, AGENT, OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	NATURE OF CLAIM (bond debt, trade debt, bank loan, government contracts, etc.)	INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF	AMOUNT OF CLAIM (if secured, also state value of security)
22	ORACLE CORPORATION Attn President or General Counsel 100 Oracle Pkwy Redwood City, CA 94065 FAX: 602-333-9001 PHONE: (650) 506-7000	Trade Debt		\$74,316.07
23	SCHEDULE SOURCE INC Attn President or General Counsel 275 CENTURY CIRCLE - SUITE 102 LOUISVILLE, CO 80027-9453 EMAIL: support@schedulesource.com PHONE: 303-991-3079	Trade Debt		\$73,080.00
24	LCFRE NASHVILLE CAROTHERS, L.P. Attn President or General Counsel 810 CRESCENT CT DR STE 560 FRANKLIN, TN 37067 EMAIL: tb@lionstonegroup.com; gl@lionstonegroup.com; dd@lionstonegroup.com FAX: 713-533-5897 PHONE: 713-533-5860	Lease		\$72,204.91
25	LIGHTTOWER FIBER NETWORKS Attn President or General Counsel 80 CENTRAL STREET FOXBOROUGH, MA 01719 EMAIL: billing-ne3@lighttower.com FAX: 978-264-6100 PHONE: 978-264-6000	Trade Debt		\$69,799.42
26	KJELL SCHUBERT 5000 Meridian Blvd. Suite 200 FRANKLIN, TN 37067	Deferred Acquisiton Payments		\$65,845.43
27	NOVATION LLC Attn President or General Counsel 75-REMITTANCE DR SUITE 1420 CHICAGO, IL 60675-1450 EMAIL: jwells@novationco.com ; suppliersummit@novationco.com FAX: 972-581-5013 PHONE: 972.581.5309	Trade Debt		\$59,322.44

ITEM	NAME OF CREDITOR, COMPLETE MAILING ADDRESS, AND EMPLOYEE, AGENT, OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	NATURE OF CLAIM (bond debt, trade debt, bank loan, government contracts, etc.)	INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF	AMOUNT OF CLAIM (if secured, also state value of security)
28	INTERFIX LLC Attn President or General Counsel 52 WEST STATE ROAD PO BOX 894 NEWAYGO, MI 49337 EMAIL: info@interfix.biz FAX: 231-652-6263 PHONE: 231-652-6260	Trade Debt		\$59,203.08
29	NTHDEGREE Attn President or General Counsel 2675 BRECKINRIDGE BLVD STE 200 DULUTH, GA 30096 FAX: 404.508.2979 PHONE: 404.296.5282	Trade Debt		\$56,000.00
30	MEDASSETS INC Attn President or General Counsel 100 N POINT CTR E. STE 200 ALPHARETTA, GA 30022 EMAIL: ir@medassets.com FAX: 678-623-2501 PHONE: 678.248.8200	Trade Debt		\$54,500.05

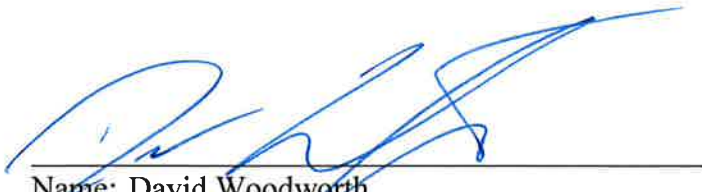
**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	: Chapter 11
	:
MMODAL HOLDINGS, INC.,	: Case No. ____ - ____ ()
	:
Debtor,	: Joint Administration Requested
	:
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**DECLARATION CONCERNING CONSOLIDATED LIST OF CREDITORS
HOLDING 30 LARGEST UNSECURED CLAIMS**

I, the undersigned officer of MModal Holdings, Inc., the company named as the debtor in the above-captioned case, declare under penalty of perjury that I have reviewed the foregoing Consolidated List of Creditors Holding 30 Largest Unsecured Claims and that the information contained therein is true and correct to the best of my knowledge, information, and belief.

Dated: March 19, 2014



Name: David Woodworth
Title: Chief Financial Officer